

INVITATION LETTER
THE 2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS
(NO. 22/2015)



WAVE
ENTERTAINMENT

WAVE ENTERTAINMENT PUBLIC COMPANY LIMITED
AT MALEENONT TOWER (M2 BUILDING), 8TH FLOOR,
3199, RAMA IV ROAD, KLONGTON SUB-DISTRICT,
KLONG-TOEY DISTRICT, BANGKOK 10110

*PLEASE BRING THE REGISTRATION FORM AND PROXY FORM
(IN CASE OF PROXY) TOGETHER WITH EVIDENCE TO
PROVE THE RIGHT AS SHAREHOLDER/PROXY AT THE MEETING*

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30 March 2015

Subject: Invitation to the 2015 Annual General Meeting of Shareholders (No. 22/2015)

To: The Shareholders of Wave Entertainment Public Company Limited

Enclosures: Please see attachments no. 1 – 9 as set out in table of contents of this invitation letter

Wave Entertainment Public Company Limited (the “**Company**”) is pleased to invite you to attend the 2015 Annual General Meeting of Shareholders (No. 22/2015) which will be held on 30 April 2015 at 2:00 PM, at Maleenont Tower (M2 Building), 8th floor No.3199, Rama IV Road, Kwaeng Klongton, Khet Klongteo, Bangkok 10110. The agendas of the meeting are as follows:

Agenda 1 To consider and certify the minutes of the Annual General Meeting for the year 2014 (No. 21/2014) held on 25 April 2014

Purpose and Reason The minutes of the Annual General Meeting for the year 2014 (No. 21/2557) was truly and accurately recorded and was completely prepared and circulated to the Stock Exchange of Thailand and other relevant authorities within the period as required by laws as well as it was disclosed on the Company’s website (www.wave-groups.com).

The Board of Directors’ Opinion The minutes of the Annual General Meeting for the year 2014 (No. 21/2557) was truly and accurately recorded and was completely prepared and circulated to the Stock Exchange of Thailand and other relevant authorities within the period as required by laws as well as it was disclosed on the Company’s website (www.wave-groups.com), as detailed in the **Attachment 1**. The Board of Directors therefore resolved to propose it to the shareholders for certification.

Voting This agenda would be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the Meeting and having the right to vote.

Agenda 2 To consider and acknowledge the report on the Company’s performance and the annual report for year 2014

Purpose and Reason The shareholders shall acknowledge the Company’s performance for the year 2014 and the annual report for the year 2014 which were approved by the Board of Directors

The Board of Directors’ Opinion The Board of Directors resolved to propose the Company’s performance for the year 2014 and the annual report for the year 2014 as detailed in the **Attachment 2** to the shareholders for acknowledgement.

Voting This agenda is for acknowledgement and does not require voting.

Agenda 3 To consider and approve the Company’s financial statement for the year ending 31 December 2014 and acknowledge the operating result of the year 2014

Purpose and Reason The Company’s financial statement for the year ending 31 December 2014 was reviewed by the Audit Committee, approved by the Board of Directors and audited by the auditor whereby the auditor viewed that the Company’s financial statement was accurate and in compliance with the financial report’s standard.

The Board of Directors' Opinion The Board of Directors therefore resolved to propose the Company's financial statement for the year ending 31 December 2014 of which it was approved by the Board of Directors and audited by the auditor whereby the auditor viewed that the Company's financial statement was accurate and in compliance with the financial report's standard for approval and the operating result of the year 2014 as detailed in the **Attachment 2** for acknowledgement by shareholders.

Voting This agenda would be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the Meeting and having the right to vote.

Agenda 4 To consider and approve the non-payment of dividend for the year 2014

Purpose and Reason The Company's dividend payment policy is not less than 50% of net profit after deduction of corporate income tax. However, Pursuant to Section 115 of the Public Company Limited Act B.E. 2535 (as amended) stated that "the payment of dividend from any proceed other than profit is prohibited..."

The Board of Directors' Opinion Pursuant to Section 115 of the Public Company Limited Act B.E. 2535 (as amended) stated that "the payment of dividend from any proceed other than profit is prohibited..." Based on the Company's financial statement for the year ending 31 December 2014 audited by the auditor, it expressed that the Company remained have the accumulated losses for the accounting period of year 2014. The Board of Directors therefore resolved to propose the non-payment of dividend for the year 2014 to shareholders for approval.

Voting This agenda would be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the Meeting and having the right to vote.

Agenda 5 To consider and approve the appointment of new directors in replacement of those that resigned or retried by rotation

Purpose and Reason Pursuant to 71 of the Public Company Limited Act B.E. 2535 (as amended) and the Company' Articles of Association stated that "one- third of all directors shall be discharged upon the annual general meeting..." The Board of Directors consist of 11 persons. Therefore, there will be 4 directors who have retried by rotation at this annual general meeting of shareholders i.e.

- | | |
|------------------------------|--|
| 1. Mrs. Tipawan Wuttisarn | Independent Director / Chairman of Audit Committee |
| 2. Mr. Chaipranin Visudhipol | Independent Director |
| 3. Mr. Philipp Oliver Piaz | Independent Director / Member of Risk Management Committee |
| 4. Mr. Tee Seeumpornroj | Director / Member of the Nomination and Remuneration Committee
/ Member of Risk Management Committee / Member of Investment Committee |

The Nomination and Remuneration Committee preliminarily approved and resolved that those 4 directors had qualifications to reappoint as the director for the another period due to those persons had knowledge and ability including qualifications pursuant to the Public Company Limited Act B.E. 2535 (as amended) and the Securities and Exchanges Act B.E. 2535 (as amended). However, Ms. Tipawan Wuttisarn was not available to be the director for another period due to her having to carry out other business. Therefore, the Nomination and Remuneration Committee resolved to nominate Mr. Prasert Patradhilok as the new director instead.

In addition, the Company would like to inform that there were no any shareholders nominating any persons to be appointed as the director of the Company.

The Board of Directors' Opinion The Board of Directors resolved to propose the reappointment of (1) Mr. Chaipranin Visudhipol (2) Mr. Philipp Oliver Piaz and (3) Mr. Tee Seeumpornroj as the director for the another period and the appointment of Mr. Prasert Patradhilok as the new director as preliminarily approved by the Nomination and Remuneration Committee. The resolution was resolved without the vote from the directors who has special interest. The profiles of those directors and experience in the past are attached in the **Attachment 3**.

Voting This agenda would be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the Meeting and having the right to vote. (Remark: pursuant to Section 37 of the Company's Articles of Association, majority vote of all shareholders shall be applied to the voting on the appointment of directors.

Agenda 6 To consider and approve the determination of remuneration of the Board of Directors and sub-committee for the year 2015

Purpose and Reason Pursuant to Section 31 of the Articles of Association stated that “the company may pay remuneration to its directors for their performance as necessary and it deems appropriate such as monthly fee, meeting fee or bonus”.

The Nomination and Remuneration Committee had set the framework of remuneration of the Board of Directors and sub-committee as follows:

- 1) To determine the procedure and policy on the determination of remuneration of the Board of Directors and sub-committee for subsequently proposing to the Board of Directors and/or shareholders for approval whereby the Nomination and Remuneration Committee consider it by comparing with the duties and responsibilities and other companies in the similar business and benefit to be received from those directors. In addition the Nomination and Remuneration Committee will consider whether such remuneration is appropriate and sufficient to maintain the qualified directors.
- 2) To propose the procedure and policy to determine the remuneration of the Board of Directors and sub-committee in each position in form of cash, or non-cash for each year to the Board of Directors for consideration and approval for proposing to the shareholders for the approval.

The Board of Directors' Opinion To determine the remuneration of the Board of Directors and sub-committee for the year 2015 of up to 5,700,000 Baht as preliminarily approved by the Nomination and Remuneration Committee. The Board of Directors therefore resolved to propose the determination of the remuneration of the Board of Directors and sub-committee for the year 2015 of up to 5,700,000 Baht to shareholders for approval.

The structure of remuneration of Directors and sub-committee for the past year (2014) compared with the proposed year (2015)

	2014		2015	
	Monthly Remuneration	Meeting Fee	Monthly Remuneration	Meeting Fee
Board of Directors				
• Chairman	40,950 Baht	7,000 Baht	35,000 Baht	5,000 Baht
• Vice Chairman	28,350 Baht	6,300 Baht	-	-
• Independent Director and Director	18,900 Baht	5,600 Baht	20,000 Baht	5,000 Baht
Audit Committee				
• Chairman of Audit Committee	11,340 Baht	4,200 Baht	25,000 Baht	5,000 Baht
• Independent Director	9,450 Baht	3,500 Baht	15,000 Baht	5,000 Baht
The Nomination and Remuneration Committee				
• Chairman of the Nomination and Remuneration Committee	-	4,200 Baht	15,000 Baht	5,000 Baht
• Independent Director and Director	-	3,500 Baht	10,000 Baht	5,000 Baht
The Risk Management Committee				
• Chairman of the Risk Management Committee	-	4,200 Baht	15,000 Baht	5,000 Baht
• Independent Director and Director	-	3,500 Baht	10,000 Baht	5,000 Baht
The Investment Committee				
• Chairman of the Investment Committee	-	4,200 Baht	15,000 Baht	5,000 Baht
• Director	-	3,500 Baht	10,000 Baht	5,000 Baht

Voting This agenda would be resolved with an affirmative vote of not less than two-thirds of all shareholders attending the Meeting and having the right to vote.

Agenda 7 **To consider and approve the appointment of auditor and the determination of remuneration of auditor for the year 2015**

Purpose and Reason Pursuant to Section 120 of the Public Company Limited Act B.E. 2535 stated that the appointment of the Company's external auditors and the audit fees must be approved at the Annual General Meeting of Shareholders.

The Board of Directors' Opinion: In the year 2014, the Company appointed Pricewaterhousecoopers ABAS Limited as the auditor of which it had no relationship or conflict of interest with the Company, its subsidiaries, managements, major shareholders or any related persons of those and the Audit Committee have reviewed and concluded that Pricewaterhousecoopers ABAS Limited was reliable and had good performance, sufficient resources with knowledge and ability including the auditor's remuneration deemed appropriate. The Board of Directors resolved to approve the appointment of Pricewaterhousecoopers ABAS Limited as the auditor for the year 2015 and its remuneration of 2,730,000 Baht. Therefore, the Board of Directors therefore resolved to propose the appointment of Pricewaterhousecoopers ABAS Limited as the auditor for the year 2015 and its remuneration of 2,730,000 Baht as preliminarily approved by the Audit Committee to shareholders for approval. Details as followings:

1. Mr.Kajornkiet Arroonpirodkul Certified Public Accountant (Thailand) No. 3445
2. Mrs.Nattaporn Phan-Udom Certified Public Accountant (Thailand) No. 3430
3. Mr.Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095

During the year 2014, the Company did not pay the remuneration of other services to the auditing office

Any one of them being authorized to conduct the audit and to express an opinion on the financial statements of the Company. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. is authorized to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Ltd. to carry out the work.

And also fix auditors' remuneration for the Company's auditing fee for the year 2015, considered that PwC has proper service fee, comparing with quantities of works and fee rate of other listed companies at the same level, the Company's audit fee is Baht 440,000 per year, the 6 subsidiaries' audit fee is Baht 2,290,000 per year, totaling audit fee is Baht 2,730,000.

The remuneration of auditor for the past year (2014) compared with the proposed year (2015)

(Unit : Baht)	2014	2015
The remuneration of auditor	1,530,000	2,730,000

Remark:

1. Due to the Company and its subsidiaries acquired all shares in Efficient English Services Co., Ltd. and Jeffer Restaurant Co., Ltd. on 30 April 2014 and 4 December 2014, respectively, the auditor fee therefore was increased in the amount of 700,000 Baht which result in the 2014 auditor fee was 1,530,000 Baht.

The Efficient English Services Co., Ltd. had PricewaterhouseCoopers ABAS Ltd. as the auditor and Jeffer Restaurant had A.C. Audit and Consult Co., Ltd. as the auditor for the 2014 accounting period.

2. The Company engaged PricewaterhouseCoopers ABAS Ltd. as the auditor from the year 2012 or 3 years.

Voting This agenda would be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the Meeting and having the right to vote.

Agenda 8 **To consider and approve the change of authorized directors to bind the Company and the amendment of Company's Articles of Association to be in line with such change of authorized directors**

Purpose and Reason In order to increase the efficiency and flexibility of the Company's business operation. So that the propose the change of authorized directors to bind the Company from the previous as specified in the Company's affidavit and the amendment of Company's Articles of Association to be in line with such change of authorized directors to shareholders for approval.

The Board of Directors' Opinion: To propose the change of authorized directors to bind the Company from the previous as specified in the Company's affidavit and the amendment of Company's Articles of Association to be in line with such change of authorized directors to shareholders for approval. The change would be made i.e. "Mr. Matthew Kichodhan, Ms. Cathleen Maleenont, Ms. Piyawadee Maleenont or Mr. Tee Seeumpornroj, any two of those directors jointly sign with the Company's seal affixed" in order to increase the efficiency and flexibility of the Company's business operation. It was necessary to amend the Company's Articles of Association to be in line with such change of authorized directors.

Voting This agenda would be resolved with an affirmative vote of not less than three-fourths of all shareholders attending the Meeting and having the right to vote.

Agenda 9 **To consider and approve the transfer of reserve funds under Section 116 and Section 51 of Public Company Limited Act B.E. 2535 (as amended) to compensate for the accumulated loss**

Purpose and Reason Pursuant to Section 119 of Public Company Limited B.E. 2535 (as amended) stated that "the company can compensate the accumulated loss if the company has legal reserve or share premium provided that such compensation shall be approved by the shareholders to transfer the legal reserve pursuant to Section 116 or reserve from share premium pursuant to Section 51 or other reserve to compensate the accumulated loss. The compensation shall be deducted from other reserve, legal reserve pursuant to Section 116 and reserve from share premium pursuant to Section 51, respectively".

The Board of Directors' Opinion Based on the Company's performance for the year ending 31 December 2014, the Company had the accumulated loss of 314,935,407 Baht , legal reserve of 16,726,352 Baht and share premium of 370,773,735 Baht, the Board of Directors resolved to propose the compensation of the accumulated loss from the legal reserve and share premium to shareholders for approval.

Voting This agenda would be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the Meeting and having the right to vote.

Agenda 10 **To consider and approve the change of Company share's par value from 10 Baht per share to 1 Baht per share and the amendment to Clause 4 of the Memorandum of Associations to be in line with the change of the Company's share par value**

Purpose and Reason The Company shall be change of Company share's par value to increase liquidity of Company's shares and diversify investment portfolio of minority shareholders efficiently. So that the propose the change of Company share's par value from 10 Baht per share to 1 Baht per share and the amendment to Clause 4 of the Memorandum of Associations to be in line with the change of the Company's share par value to shareholders for approval.

The Board of Directors' Opinion The change of Company share's par value to increase liquidity of Company's shares and diversify investment portfolio of minority shareholders efficiently. Such change would not cause shareholder' equity and market price change and dilution effect to shareholders. The Board of Directors resolved to propose the change of Company share's par value from 10 Baht per share to 1 Baht per share and the amendment to Clause 4 of the Memorandum of Associations to be in line with the change of the Company's share par value to shareholders for approval.

Voting This agenda would be resolved with an affirmative vote of not less than three-fourths of all shareholders attending the Meeting and having the right to vote.

Agenda 11 **To consider and approve the capital increase up to Baht 97,200,000, from Baht 324,000,000 to Baht 421,200,000, by issuing 97,200,000 newly issued ordinary shares with a par value of Baht 1 per share to reserve for the general mandate and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital increase under the general mandate**

Purpose and Reason In order to having additional fund for business operation, business expansion in the future and loan repayment the Company would increase its capital up to Baht 97,200,000, from Baht 324,000,000 to Baht 421,200,000, by issuing 97,200,000 newly issued ordinary shares with a par value of Baht 1 per share under the general mandate. So that the propose the capital increase under the general mandate and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the capital increase under the general mandate to shareholders for approval.

The Board of Directors' Opinion In order to having additional fund for business operation, business expansion in the future and loan repayment the Company would increase its capital up to Baht 97,200,000, from Baht 324,000,000 to Baht 421,200,000, by issuing 97,200,000 newly issued ordinary shares with a par value of Baht 1 per share under the general mandate. The Board of Directors resolved to propose the capital increase under the general mandate and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the capital increase under the general mandate to shareholders for approval.

Voting This agenda would be resolved with an affirmative vote of not less than three-fourths of all shareholders attending the Meeting and having the right to vote.

Agenda 12 **To consider and approve the allocation of newly issued shares up to 97,200,000 shares with a par value of Baht 1 per share under the general mandate**

Purpose and Reason According to The general mandate is to have the capital increase being approved by shareholders in advance. Therefore, the power to allocate newly issued shares of the Company shall be authorized to the Board of Directors to have the power to issue and allocate whether in single or sequential allocation as it deems appropriate.

The Board of Directors' Opinion: The general mandate is to have the capital increase being approved by shareholders in advance. Therefore, the power to allocate newly issued shares of the Company shall be authorized to the Board of Directors to have the power to issue and allocate whether in single or sequential allocation as it deems appropriate. Under the general mandate, the Company will have more flexibility for the fund raising and it would be in line with factors which is changed rapidly. The Board of Directors resolved to propose the allocation of newly issued shares up to 97,200,000 shares with a par value of Baht 1 per share under the general mandate to shareholder for approval.

Voting This agenda would be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the Meeting and having the right to vote.

Agenda 13 **Other businesses (if any)**

The Company would like to inform that the Company gave the minority shareholders the opportunity to propose agenda of the Annual General Meeting and candidate for the nomination as the director in advance pursuant to the good corporate governance principle regarding the right of shareholders' protection for the Annual General Meeting for the year 2015. However, There was no shareholders propose agenda and candidate for the nomination as the director.

The closure date of the Company's share registered book to determine the rights of shareholders to attend the Annual General Meeting of Shareholders for the year 2015 will be the Record Date (section 89/26) on 30 March 2015 and collect the names of shareholders as stipulated in the Securities and Exchange Act B.E.2535 (revised- no.4 B.E.2551) Section 225, by closing the share registration book on 31 March 2015.

All shareholders are cordially invited to attend the meeting on the date, time and place as aforementioned on registration time since 12.30 p.m.

Please submitted promptly with registration form, related documents of shareholder to attend the meeting (please see details in the **Attachment 3**) to the Secretary of the Board of Directors prior to attend the meeting. For your convenience, the company will facilitate in affixing the stamp duty when registering to attend the meeting. In case you are unable to attend the meeting by yourself and wish to appoint a proxy, which may be anyone or Mrs. Tipawan Wuttisarn, Independent Director and Chairman of the Audit Committee and having no special interest in the agenda of this meeting (please see details of profile and past working record ,presented on the **Attachment 4**), to attend and vote on your behalf, please complete and duly execute the proxy form (**Attachment 5-6**)

The Company will inform the details of the Annual General Meeting for the year 2015 and agendas to shareholders prior to the meeting is convened on the website: www.wave-groups.com. If any shareholders have any inquiries, please contact the investor relation department tel. 0-2665-6705. And the Company has sent the 2014 Annual Report (Attachments 2) to all shareholders in CD-ROM format. However, if any shareholders would like to have the printed copies of the 2014 reports, they may request them from Corporate Finance Division, no.3199, Rama IV Road, Kwaeng Klongton, Khet Klongteo, Bangkok 10110, telephone number 0-2665-6705, facsimile number 0-2665-6750. Shareholders may also fill in the Reports Requisition Form (**Attachment 8**) and return it via facsimile.

Very truly yours,

-Mr. Matthew Kichodhan-

Mr. Matthew Kichodhan
Chairman and Chief Executive Officer
Wave Entertainment Public Company Limited

Minutes of the Annual General Meeting of Shareholders for the year 2014 (No. 21/2014)
WAVE Entertainment Public Company Limited
April 25, 2014

Held at 8th floor, Maleenont Tower (M2 Bldg.), no.3199, Rama IV Road, Kwaeng Klongton, Khet Klongteao, Bangkok

The meeting was commenced at 02.04 p.m.

Mr. Matthew Kichodhan, Chairman and Chief Executive Officer, acted as the Chairman of the 2014 Annual General Meeting of Shareholders (“the Meeting”). The Chairman informed that there were directors and management attending the Meeting. The Company also invited the IFA, Legal Counsel and the Auditor to the Meeting as observers for WAVE Entertainment Public Company Limited (“the Company”).

The attendants to the meeting as follow:

The Board of Directors : present 9 persons

1. Mr. Matthew Kichodhan	Chairman and Chief Executive Officer
2. Mr. Soonthorn Pokachaiyapat	Vice Chairman
3. Mrs. Tipawan Wuttisarn	Independent Director
4. Mr. Somsak Phayapdacharchai	Independent Director
5. M.L. Nalinee Hastintra	Independent Director
6. Dr. Cathleen Maleenont	Director
7. Ms. Piyawadee Maleenont	Director
8. Ms. Manida Zimmerman	Director
9. Mr. Tee Seeumpornroj	Director

The Board of Directors : absent 2 persons

1. Mr. Chansak Fuangfu	Independent Director, noticed as a result of a significant errand
2. Ms. Tracy Ann Maleenont	Director, noticed as a result of a significant errand

Managements : present 3 persons

1. Mrs. Angkanee Rerksirisuk	Chief Finance Officer and the Secretary of the meeting
2. Ms. Piyawadee Maleenont	Vice President Director - TV
3. Mr. Vit Suthithavil	Vice president Director – Activities

Financial Advisor (Advisory Plus Co., Ltd.): present 2 persons

1. Mr. Prasert Patradhiok
2. Ms. Busaba Panyachuen

Legal Advisor (Hunton & Williams (Thailand) Ltd.): present 2 persons

1. Ms. Angsuma Montienkasem
2. Mr. Nathasit Terdsithikul

Auditors (PricewaterhouseCoopers ABAS Ltd.): present 2 persons

1. Mr. Kajornkiet Arroonpirodkul
2. Ms. Tithinun Vankeo

The Company’s authorized share capital was Baht 324,000,000 or 32,400,000 ordinary shares, Baht 10 par value and the Chairman declared that there were 33 shareholders (by persons and by proxies) attended the meeting, represented 22,605,759 shares or 69.77% which exceed one-third of the Company's entire subscribed shares. The meeting formed a quorum.

The secretary of the meeting declared votes counting method of each agenda as follow:

1. One share shall be entitled to one vote.
2. In vote process, Shareholders or proxies shall vote by using the voting cards. The “disapprove” and “abstain” voting cards shall be collected only.
3. In vote counting, a system of negative deduction shall be used whereby the “disapprove” and “abstain” votes shall be deducted from the total number of votes attending the Meeting for each agenda. The remaining votes shall then be counted as “approve” votes. As there were any resist vote or discrepancy, the meeting would pass the resolution of agree or unanimously agreed.
4. Specifically Agenda no.5 **“To approve the Election of Directors in place of those who Retired by Rotation.”** Every voting card shall be collected.
5. Votes counting method of each agenda as follow:
 - In agenda no.1, 3, 4, 5 and 7, taking majority votes of the shareholders who attend the meeting as a resolution, without counting “abstain” votes of shareholders as base for the vote.
 - Agenda no.2 is only informing the shareholders, thus there is no resolution on this agenda.
 - Agenda no.6 must be approved by the votes of not less than 2 out of 3 of the total votes of shareholders attending the meeting, including counting “disapprove” and “abstain” votes of shareholders as the for base for the vote.
 - Agenda no.8 must be approved by the votes of not less than 3 out of 4 of the total votes of shareholders attending the meeting, including counting “disapprove” and “abstain” votes of shareholders as the for base for the vote.

With no comments to the contrary, the Meeting acknowledged the voting procedures, vote counting as described above. The Chairman then proposed that the Meeting consider the following agenda:

Agenda no.1 To certify the Minutes of the 20/2013 Annual General Meeting of Shareholders.

The Chairman of the meeting informed the Meeting that the Minutes of the Annual General Meeting of Shareholders for the 20/2013 held on 30th April 2013 with totally 9 pages. Such copy of the Minutes was also distributed to the Shareholders together with the Notice to all Shareholders prior to this Meeting.

The Chairman proposed that the Meeting consider and certify the Minutes of 20/2013 Annual General Meeting of Shareholders. There was no comment to the contrary.

Resolution **The meeting has unanimously agreed and certified the Minutes of the 20/2013 Annual General Meeting of Shareholders Meeting held on 30th April 2013 as proposed with votes as follow**

The votes of the Shareholders present at the meeting and with the right to vote as follows:				
Approved	Representing of	22,615,959	votes, equivalent to	100%
Disapproved	Representing of	0	votes , equivalent to	0%
Abstained	Representing of	0	votes , equivalent to	0%

Agenda no.2. To acknowledge the report on the Company’s performance and the Board of Directors’ report for the year 2013

The chairman of the meeting requested Mrs. Angkanee Rerksirisuk, CFO and the Secretary of the meeting, to declare such issues. She declared that the report on the Company’s performance in 2013 detailed as shown in the Company’s Annual Report - year 2013, total 117 pages, attached to the invitation letter to attend the Annual General Meeting of Shareholders, which were complied with legal, regulations of the Stock Exchange of Thailand and the Office of Securities and Exchange Commission. The said performance information was shown on the Company’s Annual Report - year 2013 on page 68-70. Summary of 2013 performance are as follow:-

Total revenues	283	Million Baht
Total expenses	276	Million Baht
In 2013, net profit	7	Million Baht

Others information were shown on the Company’s Annual Report - year 2013

And clarify the Overview of the business for the fiscal year 2013 to the meeting as follow.

At the present, the Company's group conducts the following businesses:

- Being television programmes producer and distributor.
- Providing concert organizing service, music business and artist management.
- Being movie producer and distributor.
- Providing subleasing service of areas in Central Plaza Pinklao and Central Plaza Ratchada-Rama III in accordance with lease term granted to the Company.
- being Licensee and distributor of Thai drama series from Thai TV Color Channel 3

This year, it had two soap opera produced and broadcasted, namely Phonphrom Onlaweng and Ruk Sud Rit and also had one television program, namely JuNut Pom. Moreover, Organizing 5 concerts (Mr.Team, Jae The Classical, The Palace, ETC 10 years & B-Peraputh). And one movie produced, namely "Thong suk 13"

Total revenue was increased from the previous year in an amount of Baht 133.5 million or 89%, comprising of revenue from rending of television programmes producing and distributing services, concert organizing services, movies production and distribution.

Gross profit was increased from the previous year in an amount of Baht 40.37 million or 95%.

Cost of sale and service was decreased Baht 6 million or 7% consist of loss sharing from associated company which decreased from the previous year in an amount of Baht 19 million, cost of sale increased Baht 12 million due to the increasing of sale expense such as advertising and promoting expenses and increasing of concert events. And administrative expense increased slightly. As a result, company had net profit increased by 12 million or 278% comparing with the previous year.

For financial position, asset and liability increased by Baht 18 million due to increasing in investment in the associated company, account receivable and account payable.

<u>Key Financial Ratio</u>		<u>2013</u>
Gross Profit Margin	%	29.22
Net Profit Margin	%	2.68
ROE	%	1.69
ROA	%	1.68
D/E	Time s	0.14

The Chairman of the meeting asked the meeting for any question. With no further inquiries, the Chairman proposed that the Meeting acknowledge the Company's performance and the Board of Directors' report for the year 2013.

Resolution **The meeting has unanimously acknowledged the report on the Company's 2013 performance and the Board of Directors' report.**

Agenda no.3 To consider and approve the Company's Balance Sheet and Statement of Income for the year ended 31st December 2013.

Mrs. Angkanee Rerksirisuk, CFO and the Secretary of the meeting proposes the Meeting to consider and approve the Company's Balance Sheet or Statement of Financial Position and Statement of Income or Statement of Comprehensive Income ended 31st December 2013 as duly audited and certified by the external auditors, reviewed by the Audit Committee and approved by the Board of Directors and proposed to the shareholders' meeting to approve in legal term.

The details of the Company's Balance Sheet or Statement of Financial Position and Statement of Income or Statement of Comprehensive Income ended 31st December 2013 appeared in the company's annual report of 2013 on page 66-114, which were distributed to all shareholders for prior consideration.

The Chairman of the meeting asked the meeting for any question. With no inquiries, the Chairman proposed the Meeting to consider and approve the Company's Balance Sheet and Statement of Income ended 31st December 2013.

Resolution **The meeting has unanimously agreed and approved the Company's Balance Sheet or Statement of Financial Position and Statement of Income or Statement of Comprehensive Income for the year ended 31st December 2013 with votes as follow**

The votes of the Shareholders present at the meeting and with the right to vote as follows:			
• Approved	Representing of	22,715,959	votes, equivalent to 100%
• Disapproved	Representing of	0	votes , equivalent to 0%
• Abstained	Representing of	0	votes , equivalent to 0%

There was an inquiry by Shareholder which could be summarized as follow:

1. Why is there occurred loss in operating result in third quarter?

CFO declared that in third quarter due to the share of the loss on impairment of assets from investment in associate. However, considering the overall performance of year 2013, the Company had net profit of Baht 7.75 million.

Agenda no.4 To consider and approve the omission of the dividend payment for the year 2013.

The Chairman of the meeting proposed the Annual General Meeting of Shareholders to consider and approve the omission of the dividend payment for the year 2013 due to the Company's operating results had improve but the retained earnings still reported loss.

The Chairman of the meeting asked the meeting for any question. With no further inquiries, the Chairman proposed that the omission of the dividend payment for the year 2013.

Resolution **The meeting has unanimously approved the omission of the dividend payment for the year 2013.**

The votes of the Shareholders present at the meeting and with the right to vote as follows:			
• Approved	Representing of	22,736,059	votes, equivalent to 100%
• Disapproved	Representing of	0	votes , equivalent to 0%
• Abstained	Representing of	0	votes , equivalent to 0%

Agenda no.5 To approve the Election of Directors in place of those who Retired by Rotation.

Mr. Soonthorn Pokachaiyapat, chairman of Nomination and Remuneration Committee declared such issue. He declared that in compliance with legal, Board of Directors comprised of 11 persons and one-third or close to of the directors must retire from the office by rotation at the Annual General Meeting of Shareholders. The 4 directors, of those who Retired by Rotation, comprising of:

- Ms. Tracy Ann Maleenont
- Ms. Piyawadee Maleenont
- M.L. Nalinee Hastintra
- Ms. Manida Zimmerman

The Chairman propose the Annual General Meeting of Shareholders to appoint replacement of the 4 directors, who have retired by rotation, to be directors again for another term, according to the Board of Directors' resolution, excluding such retiring directors unattended the meeting, as well as the Nomination and Remuneration Committee.

The Chairman of the meeting asked the meeting for any proposing a qualified nominee to be appointed as a director of the Company.

There was not any Shareholder proposing a qualified nominee to be appointed as a director of the Company.

Resolution **The meeting has unanimously resolved to appoint 4 retiring directors by rotation, Ms. Tracy Ann Maleenont, Ms. Piyawadee Maleenont, M.L. Nalinee Hastintra and Ms. Manida Zimmerman with votes as follow:**

The votes of the Shareholders present at the meeting and with the right to vote as follows:			
Name	Approved (%)	Disapproved (%)	Abstained (%)
Ms. Tracy Ann Maleenont	22,706,859 votes, equivalent to 100%	- (0%)	29,200 votes
Ms. Piyawadee Maleenont	22,706,859 votes, equivalent to 100%	- (0%)	29,200 votes
M.L. Nalinee Hastintra	22,725,859 votes, equivalent to 100%	- (0%)	10,200 votes
Ms. Manida Zimmerman	22,725,859 votes, equivalent to 100%	- (0%)	10,200 votes

Agenda no.6 To fix the remuneration and meeting fees for directors, the Audit Committee and sub committees for the year 2014.

The chairman of the meeting requested Mr. Soonthorn Pokachaiyapat, chairman of Nomination and Remuneration Committee declared such issue. He declared that the remuneration and meeting fees for directors, the Audit Committee and sub committees for the year 2013 (Total 10 Directors) was the approved limit amount of Baht 3.9 million while the actual amount of Baht 3.6 million.

The Chairman of the meeting propose the Annual General Meeting of Shareholders to consider for approval of the remuneration and meeting fee for Directors, the Audit Committee and Sub Committees for the year 2014 (Total 11 Directors), with a limit amount of Baht 4.2 million, according to the Board of Directors and Nomination and Remuneration Committee' s resolution.

The Chairman of the meeting asked the meeting for any question. With no further inquiries, the Chairman proposed that remuneration and meeting fees for directors, the Audit Committee and sub committees for the year 2014.

Resolution **The meeting has unanimously approved the remuneration and meeting fees for directors, the Audit Committee and sub committees for the year 2014 with a limit amount of THB 4.2 million with votes as follow:**

The votes of the Shareholders present at the meeting and with the right to vote as follows:			
• Approved	Representing of	22,736,059	votes, equivalent to 100%
• Disapproved	Representing of	0	votes , equivalent to 0%
• Abstained	Representing of	0	votes , equivalent to 0%

Agenda no.7 To consider and approve the appointment of auditor and audit fee for the year 2014.

The Chairman of the meeting requested Mrs. Tipawan Wuttisarn, Chairman of the Audit Committee, to declare such issue.

Mrs. Tipawan Wuttisarn proposed the Annual General Meeting of Shareholders to consider and approve the appointment of auditors and auditors' fee for the year 2014, which have already been approved by the Audit Committee, considered from Securities and Exchange Commission's auditor firm list. That auditor is PricewaterhouseCoopers ABAS Ltd. ("PwC"), the former auditor of the Company, with good performance, being independent, no other relation with the Company, having knowledge and experience of auditing in listed companies and having qualification specified by Securities and Exchange Commission. Details as followings:-

1. Mr. Kajornkiet Arroonpirodkul Certified Public Accountant (Thailand) No. 3445,
2. Mrs. Nattaporn Phan-Udom Certified Public Accountant (Thailand) No. 3430,
3. Mr. Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095

Such persons are independent and no having any interest with the Company and its subsidiaries, the managerial persons of the company, majority shareholders or related persons of the said persons.

The one of such persons is fixed to be the Company's auditor and in case of any change, PwC is requested to nominate other its auditor instead.

And also fix auditors' fee, by comparing in aspect of quantity of work and audit fee rate with other listed companies among same level, for the Company's auditing fee for the year 2014 is Baht 440,000 per year. According to its 4 subsidiaries, auditing fee amounted to Baht 390,000., totalling auditing fee amounted to Baht 830,000.

The Chairman of the meeting asked the meeting for any question. With no inquiries, the Chairman propose the Annual General Meeting of Shareholders to consider for approval the appointment of an auditor for the year 2014 and fix the audit fee as mentioned above.

Resolution **The meeting has unanimously approved the appointment of Mr. Kajornkiet Arroonpirodkul, CPA registration license No. 3445 and / or Mrs. Nattaporn Phan-Udom, CPA registration license No. 3430 and/or Mr. Pisit Thangtanagul, CPA registration license No. 4095, from PricewaterhouseCoopers ABAS Ltd., as the Company and its subsidiaries' auditors for the year 2014 with the Company's auditing fee of Baht 440,000 and its 4 subsidiaries's auditing fee of Baht 390,000., totalling auditing fee amounted to Baht 830,000.**

The votes of the Shareholders present at the meeting and with the right to vote as follows:			
• Approved	Representing of	22,824,259	votes, equivalent to 100%
• Disapproved	Representing of	0	votes, equivalent to 0%
• Abstained	Representing of	0	votes, equivalent to 0%

Agenda no.8 To consider and approve the acquisition of shares in Efficient English Services Limited.

The chairman of the meeting requested Mrs. Angkanee Rerksirisuk to declare such issues.

Mrs. Angkanee Rerksirisuk declared that according to the Board of Directors' Meeting of Wave Entertainment Public Company Limited ("**Company**" or "**Wave**"), No. 3/2014 held on 10 March 2014, has resolved to approve the Company to:

- a) Acquire all shares of Efficient English Services Limited ("**EES**") from WSI (Thailand) Holding Ltd., Siam Intervest Co., Ltd. and Thailand Prosperity Fund 2 (collectively, the "**Seller**"); and
- b) Enter into the share purchase agreement (the "**SPA**") with WSI (Thailand) Holding Ltd. and Thailand Prosperity Fund 2 for the purpose of acquiring all shares in EES.
- c) Assign Mr. Matthew Kichodhan, Chief Executive Officer, to be authorized to negotiate and to determine the details, Conditions, and to perform any necessary actions for the benefit of the acquisition and transfer of shares, sign the contract and / or memorandum of understanding and documents related to the transaction, which includes dealing with Government, authorities or regulatory commission such as the Securities and Exchange Commission and the Stock Exchange of Thailand as well as performing any actions as necessary and appropriate with respect to matters mentioned above
- d) Enter into loan agreement with financial institutions which total amount is not exceed the amount payable to the seller in the acquisition of EES
- e) Appoint Advisory Plus Company Limited as an independent financial advisor to advice shareholders about the transaction and provide any documents required by the relevant regulations.

Upon such acquisition, the Company shall become a shareholder of EES with direct shareholding of 1,656,600 shares, which represents 100% of the total issued and paid-up shares of EES. Such share purchase shall be in accordance with the terms and conditions as mutually agreed between the Company and the Seller.

The acquisition of EES shares is considered an acquisition of assets, Type 4 or Back Door Listing where the value of such acquisition equals to 100% or higher. The calculation of the size of transactions is based on net profit basis, which is the criteria that gives the highest value pursuant to the Notification of Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547 (2004) dated 29 August 2004 ("**Acquisition and Disposal of Assets Notifications**"). The transaction value calculated based on the net profit method is 488.13% which is more than 100%. Therefore, the Company is required to:

- Disclose information regarding the acquisition or disposal of assets of the Company to the Stock Exchange of Thailand (the “SET”);
- Appoint the independent financial advisor; and
- Hold a shareholders’ meeting to consider and approve such acquisition of shares in EES, with the approved votes of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes of the shareholders having an interest in the matter in accordance with the Acquisition and Disposal of Assets Notifications. In addition, such acquisition is considered a purchase or transfer to the Company another company’s business under Section 107 (2)(b) of the Public Limited Company Act B.E. 2535 (1992) (as amended), which prescribes that the Company must hold shareholders’ meeting to consider and approve the purchase of business with the approved votes of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes of the shareholders having conflict of interest in the matter.

However, the acquired business is complementary to the business of the Company. The Company does not have a policy to materially change its core business and the group company, as a result of the acquisition of EES shares, remains qualified for listing on the SET. In addition, there will be no significant change to the Board of Directors of the Company and the control or the major shareholders having the control over the Company.

The Chairman clarified further that the company has been appointed Mr. Prasert Patradhilok from Advisory Plus Co., Ltd. as the independent financial adviser and Ms. Angsuma Montienkasem from Hunton & Williams (Thailand) Limited as corporate legal advisor.

Presently, the competitors in Entertainment industry are increasing. Therefore, Wave needs to transform from Entertainment Company to Lifestyle & Entertainment Company, this will lead to a better income and liquidity. With regard to new business with the stability, liquidity and strong management that will strengthen the Company's existing business. The Company currently invested in form of investments with Thai Solar Energy Limited at 25 percent and the company also plans to acquire more.

Company invests in English language teaching institution, Wall Street English (WSE) Thailand, an English language teaching franchise from Wall Street Institute KFT (WSI), which majority owned by Pearson Group, owner of the Financial Times, a large newspaper and The Economist, a famous magazine. The net wealth of Pearson Group is approximately \$16.4 billion. WSE is the Exclusive Master Franchisee in Thailand registered under the name “Efficient English Services Co., Ltd.” (“EES”) franchises awarded contract to 23 years. Their customer base is students from the age of 17 years and above, grossed over 800 million baht. There are currently 16 branches, 8 retail branches located in the prime locations of Bangkok and another 8 branches for enterprises customer and they plans to expand further 4 branches within the next five years. There are also more details sent to shareholders together with the invitation letter.

The Chairman of the meeting asked the meeting for any question.

There were inquires by Shareholders which could be summarized as follows:

Shareholder, Mr. Chaiyamet Haipirojkajorn as proxy of Mr. Arunrat Haipirojkajorn asked as follow:

1. Is there any possible that the management team of EES operate business to compete with the company?
2. In year 2014 and the next 5 years, how many branches do company plan to expand?
3. Source of investment capital for the expansion?
4. According to the information that Tuition fees per person is about 100,000 baht, in the near future there maybe high competition in this area, do company have any way to maintain the fees charged?
5. If company lack of liquidity, is there any possible that company will sell stock of Thai solar energy Co., Ltd.?
6. According to the information of EES, the company has cash which will pay dividend to previous shareholder for the amount of 100 million Baht. Why?

Chairman answered as follow:

1. Firstly, the acquisition of EES (Subsidiary) which is a separate business entity from WAVE (Holding Company) and Wave has an agreement with the management team (CEO and CFO) of EES that will continue to operate for a period of not less than 1 year.

Secondly, according to the share purchase agreement, the seller will not engage in competition with the Company for at least 2 years and prohibits soliciting former management team resigned from EES.

2. Within 5 years EES is expected to expand another 4 branches which are 2 branches in Bangkok and 2 branches in province.
3. If considering the past performance of the EES, EES has no debt and has high liquidity. Therefore, EES can use its working capital to fund the expansion which the budget for investing 1 branch is about 30 million baht.
4. The informed Tuition fee is the average. The tuition fee of each customer may vary depending on the contract terms.
5. In case of the company lack of liquidity which may affect loan repayment. The company considered several ways to procure money to repay the loan. One way is to sell a part of shares of Thai Solar Energy Co., Ltd. (TSE) However, this will be the final action due to TSE has better performance, income is increasing. As a result, TSE can pay dividend to the Company.
6. According to the share purchase agreement, EES will pay dividend to previous shareholders in the amount of 100 million Baht and the remaining will be no less than 100 million baht for the buyer or the company.

Shareholder, Miss Suda Rungfahsaengarun asked:

- According to the conclusion of a contract in IFA report, last paragraph of page 16 item 1, indicate that

"After entering into the share purchase agreement of EES, the company will negotiate with the copyright in order to have the right to bring EES brand and Pearson Group brand to develop in the form of a television commercial as well as the business of teaching English to a group of children under the age of 17 years."

Could the chairman clearly clarify that the contract still has to negotiate with the copy right owners or not? How?

Chairman answered:

EES brand and Pearson Group brand are selling English teaching books around the world for the group of people age 17 years old and older which are not suitable to Thailand. Therefore, we have negotiated to provide a variety of products that can be sold and suitable for Thailand in order to provide an opportunity to strengthen the company. For example, English for housewives, students, children and adolescents, which vary according to the purpose of the individual.

IFA, Mr. Prasert clarifies further that:

Firstly, In regard to sell of shares in Thai Solar Energy Co., Ltd., the Company has the option to sell or receive dividend, however, EES has a good performance. It is not necessary to sell out shares of TSE, However, to comfort shareholders, The IFA has commented that sell shares in the TSE is an alternative way to pay the debts of the company.

Secondly, Negotiations with the copyright owners on other issues besides teaching English is considered as a protection and opportunities in the future for EES about the rights that are not listed.

Shareholder, Mr. Sinchok Piriyoaisakul asked:

- Will the company change any management system of EES after starting operation?

Chairman answered:

The former management team is still operating the business. In addition, according to franchise agreements from Wall Street International "WSI" stated that the operation must comply with the copyright owners. And if there is a change in group of shareholders of EES must receive prior approval from WSI.

Shareholder, Mr. Marut Rachatamahakul asked:

- What is the future plan of the company?

Chairman answered:

Company's Board of Directors, management and employees are committed to develop the company. Trying our best to enhance and strengthen the company in order to reach sustainable growth for the benefit of Company and for all the shareholders as well.

Representative, Mr. Sumet Eaupoolsawad, who is represented by Thai Investors Association, asked:

- Thai Investors Association is committed to anti-corruption and would like to know the company's frame of action in the matter in order to report it to the Association and also recommend company to join "Anti-Corruption Training" Project?

Chairman answered:

The Chairman clarified that the Company has firmly intention to anti-corruption within the company and there is investigation by the internal auditors. However, Company has considered the economic and responsibilities of the Company for social and environmental which is a measure showing the financial condition of the company's stability and long-term returns for shareholders and company willing to participate the project, which currently under consideration and review measures.

Resolution The meeting has unanimously approved the acquisition of shares in Efficient English Services Limited.

The votes of the Shareholders present at the meeting and with the right to vote as follows:			
• Approved	Representing of	22,903,510	votes, equivalent to 100%
• Disapproved	Representing of	0	votes , equivalent to 0%
• Abstained	Representing of	0	votes , equivalent to 0%

As there were neither inquiries nor suggestions from the Shareholders, the Chairman thanked the Shareholders for attending the Meeting and expressing their opinions on various matters and declared the Meeting adjourned.

The meeting adjourned at 04.00 p.m.

Signed-signature-..... Chairman of the meeting
(Mr. Matthew Kichodhan)

Signed-signature-..... The secretary of the meeting
(Mrs. Angkanee Rerksirisuk)

Curricula Vitae of the nominated persons to be directors to in replacement of those that resigned or retired by rotation.

Nomination Procedures and Criteria: Having considered the matter as per opinions of the Nomination and Remuneration Committee, the Company is of the view that the four directors are fully qualified in accordance with Public Limited Companies Act, and have knowledge, ability, experience in business related to the Company's business operation. It is thus deemed appropriate to elect them as Director, as listed below:

Mr. Chaipranin Visudhipol

Age 55 Thai nationality

Education / Professional / Training

- Master Degree in Advertising School of The Art, Institute of Chicago, USA
- Bachelor of Education, Chulalongkorn University
- Seminar Program Directors Certification program (DCP) (88/2007) from Thai Institute of Directors Association (IOD)



Type of nominated directors : Independent Director, considered and approved by the Nomination and Remuneration Committee

Present position

- Independent Director

Professional Experience

Period	Position	Company Name
• 2010 – Present	Honorary President	Advertising Association of Thailand
• 2007 – Present	Independent Director and Member of Audit Committee	Ocean Glass Plc.,
• 1997 – Present	President	TBWA (Thailand) Co., Ltd.
• 1991 – Present	President	PATOU (1969) Co., Ltd.
• 1991 – Present	President	PATUKAR

Position in other listed companies in present : 1 company

Position in other non-listed companies in present : 3 companies

Position in other organizations / activities : Honorary President Advertising Association of Thailand

Position in other rival incorporations or has any relating business with WAVE : none

Family Relationship : none

Illegal record in past 10 years none

Having connected transaction with the Company in the past year none

% of share holding in the Company as of December 30, 2014 none

Director's office term in WAVE Entertainment Plc. none

The Board of Directors's Meeting' attendant of the year 2014¹

- no. of attendant of the Board of Directors' Meeting /no. of total meeting none

Remark

¹ Appointed in BoD, Effective from February 26, 2015

Mr. Philipp Oliver Piaz

Age 40 Thai nationality

Education / Professional / Training

- Elementary Studies of Economics and Law : University of St. Gallen HSG, Switzerland
- Elementary Studies of Law : University of Zurich, Switzerland



Type of nominated directors : Independent Director, considered and approved by the Nomination and Remuneration Committee

Present position

- Independent Director
- Member of Risk Management Committee

Professional Experience

Period	Position	Company Name
• 2009 – Present	Co-Founder and Managing Partner	Finaport Pte. Ltd., Singapore

Position in other listed companies in present : none

Position in other non-listed companies in present : 1 company

Position in other organizations / activities : none

Position in other rival incorporations or has any relating business with WAVE none

Family Relationship : none

Illegal record in past 10 years none

Having connected transaction with the Company in the past year none

% of share holding in the Company as of December 30, 2014 none

Director's office term in WAVE Entertainment Plc. none

The Board of Directors , Risk Management Committee' Meeting's attendant of the year 2014 ¹

- no. of attendant of the Board of Directors' Meeting /no. of total meeting none
- no. of attendant of Risk Management Committee' Meeting /no. of total meeting none

Remark

¹Appointed in BoD and Member of Risk Management Committee , effective from December 3, 2014

Mr. Tee Seeumpornroj

Age 38 Thai nationality

Education / Professional / Training

- Master of Science in Management Science and Engineering
: Major in Finance and Investment, Stanford University, USA
- Bachelor of Engineering
: Major in Industrial Engineering, Chulalongkorn University
- Seminar Program Directors Accreditation Program (DAP) (113/2014)
from Thai Institute of Directors Association (IOD)



Type of nominated directors : Non-Executive Director , considered and approved by the Nomination and Remuneration Committee

Present position

- Director
- Member of Nomination and Remuneration Committee
- Member of Risk Management Committee
- Member of Investment Committee

Experience

Position in WAVE

- 2013 – Present : WAVE Entertainment Plc. - Director, Member of Nomination and Remuneration Committee, Member of Risk Management Committee and Member of Investment Committee

Position in other listed companies in present : CFO - Thai Solar Energy Plc.,

Position in other non-listed companies in present : 1 company

Position in other organizations / activities : none

Position in other rival incorporations or has any relating business with WAVE none

Family Relationship none

Illegal record in past 10 years none

Having connected transaction with the Company in the past year none

% of share holding in the Company as of December 30, 2014 none

Director's office term in WAVE Entertainment Plc. 1 terms

The Board of Directors, the Nomination and Remuneration Committee, Risk Management Committee and Investment Committee's attendant of the year 2014¹

- | | |
|--|-------------|
| • no. of attendant of the Board of Directors' Meeting /no. of total meeting | 8/8 (times) |
| • no. of attendant of the Nomination and Remuneration Committee' Meeting /no. of total meeting | none |
| • no. of attendant of Risk Management Committee' Meeting /no. of total meeting | none |
| • no. of attendant of Investment Committee' Meeting /no. of total meeting | none |

Remark

¹ Appointed in BoD, Effective from December 11, 2013 and Appointed in Member of Nomination and Remuneration Committee, Member of Risk Management Committee and Member of Investment Committee, Effective from December 3, 2014

The details of profile of the offer to shareholders elected as new director

Mr. Prasert Patradhilok

Age 58 Thai nationality

Education / Professional / Training

- Master Degree of Business Administration (Finance) , Chulalongkorn University
- Bachelor's Degree in Engineering, Prince of Songkla University
- Seminar Program Directors Certification program (DCP) from Thai Institute of Directors Association (IOD)



Type of nominated directors : Independent Director , considered and approved by the Nomination and Remuneration Committee

Professional Experience

Listed companies

Period	Position	Company Name
• 2011 - present	Audit Committee	Pace Development Corporation PCL.
• 2006 – present	Chairman of Audit Committee	Fancy Wood Industries PCL.
• 2004 – present	Chairman of Audit Committee	Boutique Newcity PCL.

Other companies

Period	Position	Company Name
• 2009 – present	Director	Plus Advisory Co., Ltd.
• 2007 – present	Director	Advance Energy Plus Co., Ltd.
• 2004 – present	Director	Kindreak Co., Ltd.
• 2004 – present	President	Advisory Plus Co., Ltd.
• 2004 – present	Director	Investment Banking Club
• 1998 – present	Director	Robinson planer Co., Ltd.

Position in other listed companies in present : 3 companies

Position in other non-listed companies in present : 5 companies

Position in other organizations / activities : Director Investment Banking Club

Position in other rival incorporations or has any relating business with WAVE none

Family Relationship none

Illegal record in past 10 years none

Having connected transaction with the Company in the past year none

% of share holding in the Company as of December 30, 2014 none

Remark

¹Appointed as the new director as preliminarily approved by the Nomination and Remuneration Committee and approved by Bod , Effective from February 26, 2015

WAVE Shareholding of Nominates

Nominates	Shares	% of issued shares
1. Mr. Chaipranin Visudhipol	-	-
2. Mr. Philipp Oliver Piaz	-	-
3. Mr. Tee Seeumpornroj	-	-
4. Mr. Prasert Patradhilok	-	-

Holding a director's position in other rival incorporations or has any relating business with WAVE

Nominatees	Listed Company		Other Incorporations (non-listed company)		Other Rival Incorporations / Any relating business with WAVE
	Amount	Type of Directors	Amount	Type of Directors	
1. Mr. Chaipranin Visudhipol	1	Director	3	Directors	None
2. Mr. Philipp Oliver Piaz	None	-	1	Top Management	None
3. Mr. Tee Seeumpornroj	1	Top Management	1	Director	None
4. Mr. Prasert Patradhilok	3	Directors	5	Directors	None

Relationship Characteristics of Nominatees Qualified as an Independent Director

Relationship Characteristics	Name of nominee qualified as Independent an Director
	Mr. Chaipranin Visudhipol
Holding of WAVE's ordinary shares - Amount - The ratio of voting rights	None
Close relatives to management or major shareholders of company and its subsidiaries	None
Having relationship in any of these characteristics to company, parent company, affiliated company or any juristic entity which may cause conflict of interest to the company during the past 2 years - Being as a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	None
- Being a professional service provider (such as auditor or legal consultant)	None
- Having business relationship (such as 1) buy/sell goods, raw materials, or 2) giving financial support such as borrowing or lending etc.,)	None

Relationship Characteristics	Name of nominee qualified as Independent an Director
	Mr. Philipp Oliver Piaz
Holding of WAVE's ordinary shares - Amount - The ratio of voting rights	None
Close relatives to management or major shareholders of company and its subsidiaries	None
Having relationship in any of these characteristics to company, parent company, affiliated company or any juristic entity which may cause conflict of interest to the company during the past 2 years - Being as a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	None
- Being a professional service provider (such as auditor or legal consultant)	None
- Having business relationship (such as 1) buy/sell goods, raw materials, or 2) giving financial support such as borrowing or lending etc.,)	None

Relationship Characteristics	Name of nominee qualified as Independent an Director
	Mr. Prasert Patradhilok
Holding of WAVE's ordinary shares - Amount - The ratio of voting rights	None
Close relatives to management or major shareholders of company and its subsidiaries	None
Having relationship in any of these characteristics to company, parent company, affiliated company or any juristic entity which may cause conflict of interest to the company during the past 2 years - Being as a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	None
- Being a professional service provider (such as auditor or legal consultant)	Financial advisor
- Having business relationship (such as 1) buy/sell goods, raw materials, or 2) giving financial support such as borrowing or lending etc.,)	None

WAVE Independent Director Definition

(Which is equal to the minimum requirement of SEC and SET)

The Independent Directors must be independent of others and have qualifications as stated in requiring by SEC. Procedures of Independent Director's nomination are as follows:

-Having knowledge, various experience, leadership, strategies vision, professional and other proper qualifications.

1. Not holding shares exceeding 1 percent of the total outstanding voting shares of the company, including shares held by a related person, of paid-up capital of a listed company, its affiliated company, its associated company, or its related company (in accordance with the Securities and Exchange Act. B.E.2535).

2. Is neither a director that has a management authority nor employees, advisor on retainer, authority figures of the company, the company's major shareholder, a subsidiary, an associate, a subsidiary of the same tier (sister company), or any juristic person with a conflict of interest.

3. Is not involved in business relationship with the company, the company's major shareholder, a subsidiary, an associate, or any juristic person with a conflict of interest.

4. Is neither an auditor of the company, the company's major shareholder, a subsidiary, an associate, or any juristic person with a conflict of interest.

5. Is neither professional service provider for the company, the company's major shareholder, a subsidiary, an associate, or any juristic person with a conflict of interest.

6. Is neither person as described in no.2-5 both in the present and during two years prior to taking the independent directorship.

According to no.3 and no.5, Independent Directors may be involved in business relationship or being a professional service provider during directorship in any necessary and suitable case, permitted by the board of directors. However, such case is considered base on suitable and maximize value of the company that such relationship will not affect working on duty and independent judgment. In addition, the company should disclose the allowance guideline in Form 56-1 and annual report. In case of such director be the nominated persons to be directors to in replacement of those who are retired by rotation, the company should disclose such guideline in the election of director agenda in notice of shareholders' meeting.

7. No relationship by blood or legal registration, in a nature that makes the independent director a parent, spouse, brothers and sisters, children nor spouse of children of management, major shareholders, authority figures or nominees for management and authority figures of the company or a subsidiary.

8. Not be a representative of any director, substantial shareholder or any shareholder relative to substantial shareholder of the listed company.

9. Not be a director of the company, the subsidiary or the subsidiary in-line which be listed company.

10. Not be a director, assigned by the board of directors to make decisions relating to business operations of the company, the company's major shareholder, a subsidiary, an associate, a subsidiary of the same tier (sister company), or any juristic person with a conflict of interest.

11. Not be of any characteristic to resist the expression of independent opinion.

-The nomination procedure could use outsourcing to support the achievement of the Company's objectives.

The details of related documents of shareholder to attend the Annual General Meeting of Shareholders

According to the policy of the board of directors of the Stock Exchange of Thailand Re: Best Practice Guideline for Shareholder Meeting dated 19 February 2002, its objective is using for the listed company's guideline to enrich the confidence of shareholders, investors and all parties concerned and made the Shareholder Meeting fulfill with transparency, righteous and beneficial for shareholder. Therefore, the examination of related documents of shareholder or proxy holder should be performed and use as guideline. The company reserves the right to omit the submission of such related documents of each shareholder because some shareholders are not used to familiar with the Best Practice Guideline for Shareholder Meeting.

The shareholders or their proxy holders are required to present the following documents prior to attending the Annual General Meeting of the Shareholders No. 21/2014 (as the case may be):

1. In the case where the shareholder is an individual:

1.1 Individual shareholder – Thai national

- (a) In the case where the shareholder attending the meeting in person, please present registration form, a valid document showing photograph of the shareholder, which had been issued by the government agencies such as identification card, driving license, or passport.
- (b) In the case where the shareholder attending the meeting by proxy, please present the following:
 - Registration form
 - A completed Proxy Form which is duly signed by the shareholder (proxy grantor) and the proxy holder;
 - A certified correct copy of the shareholder's document issued by the government agencies with details according to item 1.1 above; and
 - The proxy holder's document issued by the government agencies with details according to item 1.1 above

1.2 Individual shareholder – non -Thai national

- (a) In the case where the shareholder attending the meeting in person, please present registration form, passport.
- (b) In the case where the shareholder attending the meeting by proxy, please present the following:
 - Registration form
 - A completed Proxy Form which is duly signed by the shareholder (proxy grantor) and the proxy holder;
 - A certified correct copy of the shareholder's document issued by the government agencies with details according to item 1.1 above; and
 - The proxy holder's document issued by the government agencies with details according to item 1.1 above.

2. In the case where the shareholder is a juristic person:

2.1 Juristic person – Thai national

Please present the following:

- (a) Registration form
- (b) A Company Affidavit issued by Department of Business Development, Commercial Ministry within 30 days or certified correct copy of Company Affidavit of the shareholder showing that its authorized representative(s) is/are authorized to act on behalf of the shareholder.
- (c) Document of the said authorized representative(s) and the proxy holder issued by the government agencies with details according to item 1.1 above; and
- (d) A completed Proxy Form which is duly signed by the shareholder (proxy grantor) and the proxy holder.

2.2 Juristic person – non – Thai national

Please present the following:

- (a) Registration form
- (b) A Company Affidavit showing that its authorized representative(s) is/are authorized to act on behalf of the shareholder.
- (c) Document of the said authorized representative(s) and the proxy holder issued by the government agencies with details according to item 1.1 above; and
- (d) A completed Proxy Form which is duly signed by the shareholder (proxy grantor) and the proxy holder.

In the event that the shareholder is a non-Thai shareholder or a juristic person incorporated under the foreign laws:

Items 1 and 2 shall be applied mutatis mutandis to a non-Thai shareholder or a shareholder who is a juristic person incorporated under foreign laws as the case may be, however, subject to the following:

- (a) For the Company Affidavit, it may be document issued by either the government agencies in the country where such juristic person is incorporated or by its company officer, provided that it must contain details with respect to the corporate name, the name of its authorized person(s), and signing condition(s) of the authorized persons, and location of principal office.
- (b) English translation which has been certified by its authorized person(s) is required to be presented, in case its original document is not in English language.

The shareholder or the proxy holder could register or submit the related documents for the exam during 12.30-2.00 p.m. on 30 April 2015.

The information of Independent Director and Chairman of the Audit Committee to be appointed as proxy

Mrs. Tipawan Wuttisarn

Age 67 Thai nationality

Address 180/32 Soi Petchkasem 16, Petchkasem Road, Wat Tha Phra Sub District, Bangkok Yai District, Bangkok, 10600



Education / Professional / Training

- Director Certification Program: DCP (29/2003), by Thai Institute of Directors (IOD)
- DCP REFRESHER PROGRAM (3/2006), by Thai Institute of Directors (IOD)
- Role of the Compensation Committee : RCC (2/2007), by Thai Institute of Directors (IOD)
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives, Class 6 (Year 2002) ,King Prajadhipok's Institute
- Master of Commerce and Accountancy, Chulalongkorn University
- Bachelor of Commerce and Accountancy, Chulalongkorn University

Present position

- Independent Director
- Chairman of the Audit Committee

Experience

Position in WAVE

- June 2011– Present : WAVE Entertainment Public Company Limited. - Independent Director and Chairman of the Audit Committee

Position in other listed companies in present : none

Position in other non-listed companies in present : none

Position in other organizations / activities : none

Having any special interest in the agenda of this annual general meeting of shareholders none

Position in other rival incorporations or has any relating business with WAVE none

Family Relationship none

Illegal record in past 10 years none

Having connected transaction with the Company in the past year none

% of share holding in the Company as of December 30, 2014 none

Director's office term in WAVE Entertainment Plc. 2 office term

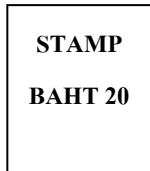
The Board of Directors , Audit Committee and Risk management Committee ' Meeting's attendant for the year 2014

- | | |
|--|-----|
| • no. of attendant of the Board of Directors' Meeting /no. of total meeting | 7/8 |
| • no. of attendant of Audit Committee' Meeting /no. of total meeting | 5/5 |
| • no. of attendant of Risk Management Committee' Meeting /no. of total meeting | 3/3 |

Remark

¹ Appointed in BoD, Effective from June 6, 2011

² Resigned from RMC, Effective from December 3, 2014



PROXY FORM A

Written at

Date Month Year 2015

(1) I / WE Nationality with address at No.
 Road Tambol / Kwaeng Amphur / Khet..... Province
 Postal Code

(2) being a shareholder of **WAVE Entertainment Public Company Limited**

holding share(s) and with the voting rights of vote(s) as follows :-

Ordinary share share(s) and with the voting rights of..... vote(s)

Preferred shareshare(s) and with the voting rights of..... vote(s)

(3) hereby appoint either one of the following persons :

(1) Mr./Mrs./Miss age years with address at No.
 Road Tambol / Kwaeng Amphur / Khet ProvincePostal Code or

(2) Mr./Mrs./Miss age years with address at No.
 Road Tambol / Kwaeng Amphur / Khet Province Postal Code or

(3) ~~Mr./Mrs./Miss~~ **Tipawan Wuttisarn**... age ...67..... years with address at No. 180/32 .. Soi Petchkasem 16...
 Road Petchkasem... ~~Tambol~~ / Kwaeng Wat Tha Phra..... ~~Amphur~~ / Khet Bangkok Yai..... Province ...Bangkok.....
 Postal Code ..10600..... , who having no special interest in agenda of the meeting,

as only one of my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for the year 2015 (No. 22/2015) be held on April 30, 2015 at 2:00 p.m., venue at Maleenont Tower (M2 Bldg.) Floor 8 No. 3199 Rama 4 Rd., Klongton , Klongtoey , Bangkok 10110 , or at any adjournment thereof.

For any act performed by the proxy holder at the meeting, it shall be deemed as such acts had been done by me / us in all respects.

Signed Shareholder
 (.....)

Signed Proxy
 (.....)

Signed Proxy
 (.....)

Signed Proxy
 (.....)

Remarks : The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

STAMP BAHT 20

PROXY FORM B

Written at

Date Month Year 2015

(1) I / WE Nationality with address at No.
 Road Tambol / Kwaeng Amphur / Khet.....
 Province Postal Code

(2) being a shareholder of **WAVE Entertainment Public Company Limited**

holding share(s) and with the voting rights of vote(s) as follows :-

Ordinary share share(s) and with the voting rights of..... vote(s)

Preferred shareshare(s) and with the voting rights of..... vote(s)

(3) hereby appoint either one of the following persons :

(1) Mr./Mrs./Miss age years with address at No.
 Road Tambol / Kwaeng Amphur / Khet Province Postal Code or

(2) Mr./Mrs./Miss age years with address at No.
 Road Tambol / Kwaeng Amphur / Khet Province Postal Code or

(3) Mr./Mrs./Miss **Tipawan Wuttisarn**... age ...67..... years with address at No. . 180/32 . Soi Petchkasem 16....
 Road Petchkasem... Tambol / Kwaeng Wat Tha Phra..... Amphur / Khet Bangkok Yai.... Province ...Bangkok.....
 Postal Code ..10600.....

, who having no special interest in the agenda of the meeting,

as only one of my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for the year 2015 (No. 22/2015) be held on April 30, 2015 at 2:00 p.m., venue at Maleenont Tower (M2 Bldg.) Floor 8 No. 3199 Rama 4 Rd., Klongton , Klongtoey , Bangkok, 10110 or at any adjournment thereof.

(4) I hereby appoint the proxy holder to vote on my / our behalf at this meeting as follows:

Agenda No. 1 To consider and certify the minutes of the Annual General Meeting for the year 2014 (No. 21/2014) held on 25 April 2014

(a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain

Agenda No. 2 To consider and acknowledge the report on the Company's performance and the annual report for year 2014

(a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain

Agenda No. 3 To consider and approve the Company's financial statement for the year ending 31 December 2014 and acknowledge the operating result of the year 2014

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

Agenda No. 4 To consider and approve the non-payment of dividend for the year 2014

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

Agenda No.5 To consider and approve the appointment of new directors in replacement of those that resigned or retired by rotation

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
- To elect directors as a whole
 Approve Disapprove Abstain
- To elect each director individually
1. Mr. Chaipranin Visudhipol
 Approve Disapprove Abstain
2. Mr. Philipp Oliver Piaz
 Approve Disapprove Abstain
3. Mr. Tee Seeumpornroj
 Approve Disapprove Abstain
4. Mr. Prasert Patradhilok
 Approve Disapprove Abstain

Agenda No. 6 To consider and approve the determination of remuneration of the Board of Directors and sub-committee for the year 2015

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

Agenda No. 7 To consider and approve the appointment of auditor and the determination of remuneration of auditor for the year 2015

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

Agenda No. 8 To consider and approve the change of authorized directors to bind the Company and the amendment of Company's Articles of Association to be in line with such change of authorized directors

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

Agenda No. 9 To consider and approve the transfer of reserve funds under Section 116 and Section 51 of Public Company Limited Act B.E. 2535 (as amended) to compensate for the accumulated loss

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

Agenda No. 10 To consider and approve the change of Company share's par value from 10 Baht per share to 1 Baht per share and the amendment to Clause 4 of the Memorandum of Associations to be in line with the change of the Company's share par value

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

Agenda No. 11 To consider and approve the capital increase up to Baht 97,200,000, from Baht 324,000,000 to Baht 421,200,000, by issuing 97,200,000 newly issued ordinary shares with a par value of Baht 1 per share to reserve for the general mandate and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital increase under the general mandate

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

Agenda No. 12 To consider and approve the allocation of newly issued shares up to 97,200,000 shares with a par value of Baht 1 per share under the general mandate

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In the case that I do not specify my / our intentions to vote for any Agenda, or have not already specified my / our intentions, or the meeting considers and resolves additional matters, or in the case that the meeting considers or resolves other matters which are not included in the Agenda above, including any change or increase of any information, the proxy holder shall have the right to consider and give resolution on my / our behalf as is deemed appropriate.

For any act performed by the proxy holder at the meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the proxy which is not in accordance with this proxy form.

Signed Shareholder
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

- Remarks**
1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and vote and shall not allocate the number of shares to several proxies to vote separately.
 2. The Agenda relating to election of directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
 3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the supplement of Proxy Form as enclosed.

PROXY FORM C (FOR FOREIGN SHAREHOLDER
APPOINTING CUSTODIAN IN THAILAND)

STAMP
BAHT 20

Written at _____

Date ____ Month _____ Year 2015

(1) I / We _____ Nationality _____
with address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____
acting as the custodian for _____

being a shareholder of WAVE Entertainment Public Company Limited holding the total amount of shares with the voting rights of votes as follows;

ordinary share _____ shares with the voting rights of _____ votes

preferred share _____ - _____ shares with the voting rights of _____ - _____ votes

(2) do hereby appoint either one of the following persons:

1 _____ Age _____ Years

with address at _____ Road _____ Sub-District _____

District _____ Province _____ Postal Code _____ or

2 _____ Age _____ Years

with address at _____ Road _____ Sub-District _____

District _____ Province _____ Postal Code _____ or

3. Mr./Mrs./Miss Tipawan Wuttisarn... age ...67..... years with address at No. 180/32 ... Soi Petchkasem 16....

Road Petchkasem... Tambol / Kwaeng Wat Tha Phra..... Amphur / Khet Bangkok Yai..... Province ...Bangkok.....

Postal Code ...10600....., who having no special interest in the agenda of the meeting,

as only one of my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for the year 2015 (No. 22/2015) be held on April 30, 2015, 2.00 pm at Floor 8, Maleenont Tower (M2 Bldg.) No. 3199 Rama 4 Rd., Klongton, Klongtoey , Bangkok, 10110 or at any adjournment thereof.

(3) I / We authorize my / our Proxy to attend and cast the votes as follows:

-The Proxy is authorized for all shares held and entitled to vote.

-The Proxy is authorized for certain shares as follows:

-ordinary share _____ shares, entitling to vote _____ votes

-preferred share - shares, entitling to vote - votes

Total entitled vote _____ votes

(4) I / We authorize my / our Proxy to cast the votes according to my / our intention as follows:

Agenda No. 1 To consider and certify the minutes of the Annual General Meeting for the year 2014 (No. 21/2014) held on 25 April 2014

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 2 To consider and acknowledge the report on the Company's performance and the annual report for year 2014

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 3 To consider and approve the Company's financial statement for the year ending 31 December 2014 and acknowledge the operating result of the year 2014

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 4 To consider and approve the non-payment of dividend for the year 2014

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No.5 To consider and approve the appointment of new directors in replacement of those that resigned or retired by rotation

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

To elect directors as a whole

Approve _____ votes Disapprove _____ votes Abstain _____ votes

To elect each director individually

1. Mr. Chaipranin Visudhipol

Approve _____ votes Disapprove _____ votes Abstain _____ votes

2. Mr. Philipp Oliver Piaz

Approve _____ votes Disapprove _____ votes Abstain _____ votes

3. Mr. Tee Seeumpornroj

Approve _____ votes Disapprove _____ votes Abstain _____ votes

4. Mr. Prasert Patradhilok

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 6 To consider and approve the determination of remuneration of the Board of Directors and sub-committee for the year 2015

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 7 To consider and approve the appointment of auditor and the determination of remuneration of auditor for the year 2015

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 8 To consider and approve the change of authorized directors to bind the Company and the amendment of Company's Articles of Association to be in line with such change of authorized directors

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 9 To consider and approve the transfer of reserve funds under Section 116 and Section 51 of Public Company Limited Act B.E. 2535 (as amended) to compensate for the accumulated loss

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 10 To consider and approve the change of Company share's par value from 10 Baht per share to 1 Baht per share and the amendment to Clause 4 of the Memorandum of Associations to be in line with the change of the Company's share par value

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 11 To consider and approve the capital increase up to Baht 97,200,000, from Baht 324,000,000 to Baht 421,200,000, by issuing 97,200,000 newly issued ordinary shares with a par value of Baht 1 per share to reserve for the general mandate and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital increase under the general mandate

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 12 To consider and approve the allocation of newly issued shares up to 97,200,000 shares with a par value of Baht 1 per share under the general mandate

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed _____ Shareholder (_____)	Signed _____ Proxy (_____)
Signed _____ Proxy (_____)	Signed _____ Proxy (_____)

Remarks:

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Allonge of Proxy Form as enclosed.

Supplemental Proxy Form

Proxy on behalf of the shareholder of WAVE Entertainment Public Company Limited

at the Annual General Meeting of Shareholders for the year 2015 (No. 22/2015) be held on April 30, 2015 at 2:00 p.m., venue at Maleenont Tower (M2 Bldg.), 8th floor no.3199, Rama IV Road, Kwaeng Klongton, Khet Klongteo, Bangkok, 10110 or at any adjournment thereof.

Agenda**Subject**.....

(a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my / our following instruction:

Approve.....votes Disapprove.....votes Abstainvotes

Agenda**Subject**.....

(a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my / our following instruction:

Approve.....votes Disapprove.....votes Abstainvotes

Agenda**Subject**.....

(a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my / our following instruction:

Approve.....votes Disapprove.....votes Abstainvotes

Agenda**Subject** Election of Directors (continued)

Name of Director

Approve.....votes Disapprove.....votes Abstainvotes

Name of Director

Approve.....votes Disapprove.....votes Abstainvotes

Name of Director

Approve.....votes Disapprove.....votes Abstainvotes

Name of Director

Approve.....votes Disapprove.....votes Abstainvotes

WAVE Entertainment Public Company Limited**Company's Regulations Relating to the Annual General Meeting of Shareholders****Section 5 Shareholders Meeting**

No 33. The Board of Directors shall call a shareholder meeting which is an annual general meeting of shareholders within 4 (four) months of the last day of the fiscal year of the company.

Shareholder meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so, or shareholders holding shares amounting to not less than 1/5 (one-fifth) of the total number of shares sold, or shareholders numbering not less than 25 (twenty-five) persons holding shares amounting to not less than 1/10 (one-tenth) of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholder meeting to be held within 1 (one) month of the date of receipt of such request from the said shareholders.

No 34. In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least 7 (seven) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for 3 (three) days and at least 3 (three) days prior to the date of the meeting.

The Board of Directors shall determine the place where the meeting shall take place, head office or anywhere else.

No 35. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than 25 (twenty-five) persons, or not less than 1/2 (one half) of the total member of shareholders, and in either case such shareholders shall hold shares amounting to not less than 1/3 (one-third) of the total number of shares sold.

At any shareholder meeting, if 1 (one) hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholders meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than 7 (seven) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

No 36. The Chairman of the Board of Directors shall preside at every shareholder meeting. If the Chairman of the Board is not present at a meeting, or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

In voting, it shall be deemed that the shareholder has votes equal to the total number of shares subscribed by them. One share is entitled to one vote. A shareholder, or a proxy who has any special interest in a resolution cannot vote on such resolution.

Voting shall be made openly, unless at least 5 (five) shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be as specified by the chairman of the meeting.

No 37. The resolution of the shareholders meeting would be comprised of such votes as follows:

- (1) In normal case, any resolution at a shareholder meeting shall be passed by a simple majority of the shareholders present at the meeting with the right to vote.
- (2) In the following cases, any resolution at a shareholder meeting shall be passed by a vote of more than 75% of the shareholders present at the meeting with the right to vote.
- (3) The transferring of rights, the transferring/ acquisition / disposition of assets or the whole business or significant part to others.
- (4) The issuing of preferred stocks, bond, warrant or other type of securities or the amendment of rights of such securities.
- (5) The liquidation.
- (6) The acquire or merger of an investment in another company.
- (7) The amendment of the Memorandum of Association of the Company, the Company's Regulations, an increase / a decrease in share capital, selling / redeeming / acquiring its securities and
- (8) Any change of no. 37(2)

No 38. The agendas shall be considered in the shareholders meeting are as follows:-

- (1) To consider the Board of Directors' report on the Company's performance.
- (2) To consider and approve the Company's Balance Sheet
- (3) To consider the allocation of net profit
- (4) To elect directors to replace the retiring directors by rotation
- (5) To appoint an auditor and fix the auditing
- (6) Others

Section 6 Dividend and Reserve

No 39. Dividend payment shall be derived from the profit only. In case of the company has remaining accumulated losses, dividend payment is not allowed.

The dividend shall be equally divided by the number of shares.

The Board of Directors may pay interim dividends to the shareholders from time to time, if the Board believes that the profits of the Company justify such payment, and after the dividends have been paid, such dividends payment shall be reported to the shareholders at the following shareholder meeting.

Payment of dividends shall be made within 1 (one) month from the date of the resolution of the shareholder meeting, or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

No 40. The Company shall allocate not less than 5 (five) percent of its annual profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 (ten) percent of the registered capital.

Section 4 The Board of Directors

No 15. The Board of Directors must be comprised of not less than 5 members. Not less than a half of the Board of Directors must be the resident in Thailand.

No 16. The election of Directors shall be carried out in accordance with the following rules and procedures:

- (1) One share is entitled to one vote.
- (2) Each shareholder may vote by using all votes which belong to him/her as referred in item (1) for one candidate or several candidates but shall not allocate the number of votes to all of them.
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all of the Director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.

No 17. At the annual general meeting of shareholders, 1/3 (one-third) of the Directors, or if their number is not multiple of three, then the number nearest to 1/3 (one-third), must retire from the office.

The Directors retiring from office in the first and second years after registration of the conversion to public limited company shall be done by drawing lots. In subsequent years, the Director who has held office longest shall retire.

A retiring Director is eligible for re-election.

No 18. Regardless the retiring directors by rotation, the director shall be retired by the followings causes :

- (1) Death
- (2) Resignation
- (3) Unqualified or being forbidden according to Public Company Limited Act
- (4) removing according to the meeting of shareholders' resolution as referred in No.21
- (5) removing according to the court's justice

No 21. The meeting of shareholders may resolved the director to retire before ending of the office term with the votes not less than 3/4 (third-fourth) of the total member of shareholders present at the meeting and having the right to vote, and not less than 1/2 (one- half) of the total number of votes of the shareholders present at the meeting.

No 27. The directors shall perform any act in accordance with Law, the Objectives, the Regulations of the Company and the meeting of shareholders' resolution.

The Board of Directors may authorize a director or several directors or other person to act on behalf of the Board of Directors.

No 31. The Board of Directors shall call a Board of Directors' meeting at least 3 (three) months / time.

The directors shall be paid a remuneration in accordance with suitable acts such as salary, meeting fee, welfare and bonus.

Annual Report Requisition Form

Dear : Share holders

WAVE Entertainment Public Co.,Ltd. would like to inform you that if you want to receive the printed copy of annual report 2014, Please fill in the below details and send to company via fax number 02-665-6750 . or return it to the Company at 3199 Maleenont Tower Rama 4 Rd., Klongton , Klongtoey , Bangkok 10110

Name

Address

.....

Name of Contact Person

Telephone

Tele Fax

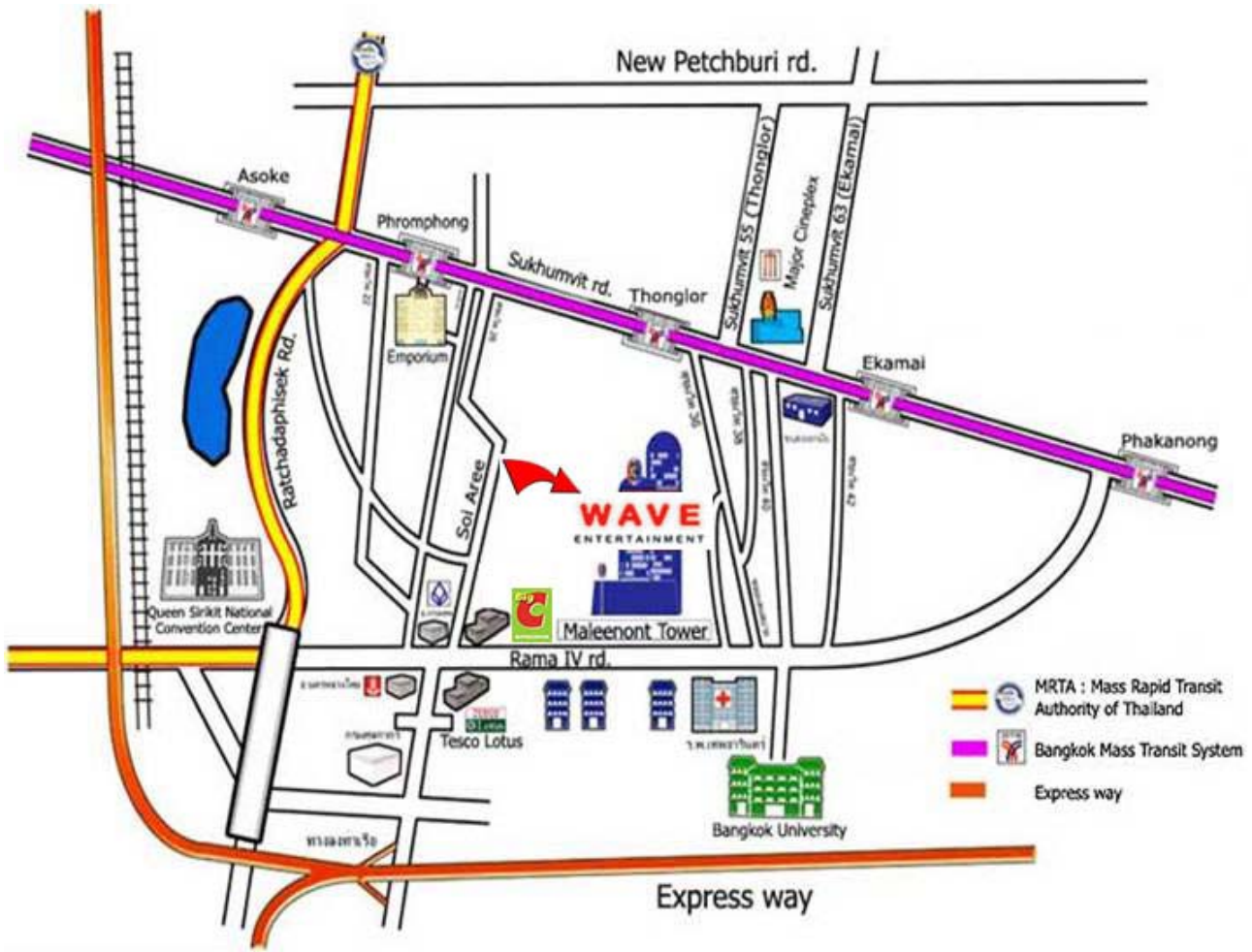
E-mail Address

I wish to receive a printed copy of the following reports. (Please mark your choice)

2014 Annual Report (Thai version)

2014 Annual Report (English version)

Location Map



**The Annual General Meeting of Shareholders for the year 2015 (No. 22/2015)
WAVE Entertainment Public Company Limited
On April 30, 2015 At 2.00 p.m.**

**Venue at Maleenont Tower (M2 Bldg.) Floor 8
No. 3199 Rama 4 Rd., Klongton , Klongtoey , Bangkok 10110**

BTS	Phrom Phong station / Thong Lor station
MRTA	Stock Exchange of Thailand / Queen Sirikit National Convention Center station
Bus no.	115, 519, 116